

IN THE CLAIMS

This listing of claims will replace all prior versions, and listings, of claims in the application.

LISTING OF CLAIMS:

1. (Canceled)
2. (Currently Amended) A compound of Claim 4 16 of formula (I), wherein:

R^A is $-NR^{12}R^{13}$;

R^B is $-NR^{12}R^{13}$;

phenyl- substituted with 0-5 fluoro;

naphthyl- substituted with 0-3 R^{33} ;

2-($H_3CCH_2C(=O)$)-phenyl- substituted with R^{33} ;

2-($H_3CC(=O)$)-phenyl- substituted with R^{33} ;

2-($HC(=O)$)-phenyl- substituted with R^{33} ;

2-($H_3CCH(OH)$)-phenyl- substituted with R^{33} ;

2-($H_3CCH_2CH(OH)$)-phenyl- substituted with R^{33} ;

2-($HOCH_2$)-phenyl- substituted with R^{33} ;

2-($HOCH_2CH_2$)-phenyl- substituted with R^{33} ;

2-(H_3COCH_2)-phenyl- substituted with R^{33} ;

2-($H_3COCH_2CH_2$)-phenyl- substituted with R^{33} ;

2-($H_3CCH(OMe)$)-phenyl- substituted with R^{33} ;

2-($H_3COC(=O)$)-phenyl- substituted with R^{33} ;

2-($HOCH_2CH=CH$)-phenyl- substituted with R^{33} ;

2-(($MeOC(=O)CH=CH$)-phenyl- substituted with R^{33} ;

2-(methyl)-phenyl- substituted with R^{33} ;

2-(ethyl)-phenyl- substituted with R^{33} ;

2-(i-propyl)-phenyl- substituted with R^{33} ;

2-(F_3C)-phenyl- substituted with R^{33} ;

2-(NC)-phenyl- substituted with R^{33} ;

2-(H₃CO)-phenyl- substituted with R³³;
 2-(fluoro)-phenyl- substituted with R³³;
 2-(chloro)-phenyl- substituted with R³³;
 3-(NC)-phenyl- substituted with R³³;
 3-(H₃CO)-phenyl- substituted with R³³;
 3-(fluoro)-phenyl- substituted with R³³;
 3-(chloro)-phenyl- substituted with R³³;
 4-(NC)-phenyl- substituted with R³³;
 4-(fluoro)-phenyl- substituted with R³³;
 4-(chloro)-phenyl- substituted with R³³;
 4-(H₃CS)-phenyl- substituted with R³³;
 4-(H₃CO)-phenyl- substituted with R³³;
 4-(ethoxy)-phenyl- substituted with R³³;
 4-(i-propoxy)-phenyl- substituted with R³³;
 4-(i-butoxy)-phenyl- substituted with R³³;
 4-(H₃CCH₂CH₂C(=O))-phenyl- substituted with R³³;
 4-((H₃C)₂CHC(=O))-phenyl- substituted with R³³;
 4-(H₃CCH₂C(=O))-phenyl- substituted with R³³;
 4-(H₃CC(=O))-phenyl- substituted with R³³;
 4-(H₃CCH₂CH₂CH(OH))-phenyl- substituted with R³³;
 4-((H₃C)₂CHCH(OH))-phenyl- substituted with R³³;
 4-(H₃CCH₂CH(OH))-phenyl- substituted with R³³;
 4-(H₃CCH(OH))-phenyl- substituted with R³³;
 4-(cyclopropyloxy)-phenyl- substituted with R³³;
 4-(cyclobutyloxy)-phenyl- substituted with R³³; or
 4-(cyclopentyloxy)-phenyl- substituted with R³³;

R¹² is selected from

phenyl- substituted with 0-5 fluoro;
 naphthyl- substituted with 0-3 R³³;

2-(H₃CCH₂C(=O))-phenyl- substituted with R³³;
 2-(H₃CC(=O))-phenyl- substituted with R³³;
 2-(HC(=O))-phenyl- substituted with R³³;
 2-(H₃CCH(OH))-phenyl- substituted with R³³;
 2-(H₃CCH₂CH(OH))-phenyl- substituted with R³³;
 2-(HOCH₂)-phenyl- substituted with R³³;
 2-(HOCH₂CH₂)-phenyl- substituted with R³³;
 2-(H₃COCH₂)-phenyl- substituted with R³³;
 2-(H₃COCH₂CH₂)-phenyl- substituted with R³³;
 2-(H₃CCH(OMe))-phenyl- substituted with R³³;
 2-(H₃COC(=O))-phenyl- substituted with R³³;
 2-(HOCH₂CH=CH)-phenyl- substituted with R³³;
 2-((MeOC(=O)CH=CH)-phenyl- substituted with R³³;
 2-(methyl)-phenyl- substituted with R³³;
 2-(ethyl)-phenyl- substituted with R³³;
 2-(i-propyl)-phenyl- substituted with R³³;
 2-(F₃C)-phenyl- substituted with R³³;
 2-(NC)-phenyl- substituted with R³³;
 2-(H₃CO)-phenyl- substituted with R³³;
 2-(fluoro)-phenyl- substituted with R³³;
 2-(chloro)-phenyl- substituted with R³³;
 3-(NC)-phenyl- substituted with R³³;
 3-(H₃CO)-phenyl- substituted with R³³;
 3-(fluoro)-phenyl- substituted with R³³;
 3-(chloro)-phenyl- substituted with R³³;
 4-(NC)-phenyl- substituted with R³³;
 4-(fluoro)-phenyl- substituted with R³³;
 4-(chloro)-phenyl- substituted with R³³;
 4-(H₃CS)-phenyl- substituted with R³³;

4-(H₃CO)-phenyl- substituted with R³³;
 4-(ethoxy)-phenyl- substituted with R³³;
 4-(i-propoxy)-phenyl- substituted with R³³;
 4-(i-butoxy)-phenyl- substituted with R³³;
 4-(H₃CCH₂CH₂C(=O))-phenyl- substituted with R³³;
 4-((H₃C)₂CHC(=O))-phenyl- substituted with R³³;
 4-(H₃CCH₂C(=O))-phenyl- substituted with R³³;
 4-(H₃CC(=O))-phenyl- substituted with R³³;
 4-(H₃CCH₂CH₂CH(OH))-phenyl- substituted with R³³;
 4-((H₃C)₂CHCH(OH))-phenyl- substituted with R³³;
 4-(H₃CCH₂CH(OH))-phenyl- substituted with R³³;
 4-(H₃CCH(OH))-phenyl- substituted with R³³;
 4-(cyclopropyloxy)-phenyl- substituted with R³³;
 4-(cyclobutyloxy)-phenyl- substituted with R³³; and
 4-(cyclopentyloxy)-phenyl- substituted with R³³;

R¹³ is H, methyl, or ethyl;

alternatively, R¹² and R¹³ join to form a 5- or 6-membered ring selected from pyrrolyl, pyrrolidinyl, imidazolyl, piperidinyl, piperiziny, methylpiperiziny, and morpholinyl;

alternatively, R¹² and R¹³ when attached to N may be combined to form a 9- or 10-membered bicyclic heterocyclic ring system containing from 1-3 heteroatoms selected from the group consisting of N, O, and S; wherein said bicyclic heterocyclic ring system is selected from indolyl, indolinyl, indazolyl, benzimidazolyl, benzimidazolinyl, and benztriazolyl; wherein said bicyclic heterocyclic ring system is substituted with 0-1 R¹⁶;

R¹⁶, at each occurrence, is independently selected from H, OH, F, Cl, CN, NO₂, methyl, ethyl, methoxy, ethoxy, trifluoromethyl, and trifluoromethoxy; and

R³¹, at each occurrence, is independently selected from

H, -OH, F, Cl, -CF₃, -OCF₃, methyl, ethyl,
methyl-C(=O)-, ethyl-C(=O)-, methoxy, ethoxy, methylthio-, ethylthio-, methyl-S(=O)-, ethyl-S(=O)-, methyl-SO₂-, and ethyl-SO₂-;

R³³, at each occurrence, is independently selected from

H, F, Cl, -CH₃, -OCH₃, -CF₃, -OCF₃, -CN, and -NO₂.

3. (Original) A compound of Claim 2 of Formula (I) wherein:

R^A is selected from

phenyl-NH-, (1-naphthyl)-NH-,
(2-naphthyl)-NH-, (2-[1,1'-biphenyl])-NH-,
(3-[1,1'-biphenyl])-NH-, (4-[1,1'-biphenyl])-NH-,
(2-F-phenyl)-NH-, (2-Cl-phenyl)-NH-,
(2-CF₃-phenyl)-NH-, (2-CH₃-phenyl)-NH-,
(2-OMe-phenyl)-NH-, (2-CN-phenyl)-NH-,
(2-OCF₃-phenyl)-NH-, (2-SMe-phenyl)-NH-,
(3-F-phenyl)-NH-, (3-Cl-phenyl)-NH-,
(3-CF₃-phenyl)-NH-, (3-CH₃-phenyl)-NH-,
(3-OMe-phenyl)-NH-, (3-CN-phenyl)-NH-,
(3-OCF₃-phenyl)-NH-, (3-SMe-phenyl)-NH-,
(4-F-phenyl)-NH-, (4-Cl-phenyl)-NH-,
(4-CF₃-phenyl)-NH-, (4-CH₃-phenyl)-NH-,
(4-OMe-phenyl)-NH-, (4-CN-phenyl)-NH-,
(4-OCF₃-phenyl)-NH-, (4-SMe-phenyl)-NH-,
(2,3-diCl-phenyl)-NH-, (2,4-diCl-phenyl)-NH-,
(2,5-diCl-phenyl)-NH-, (2,6-diCl-phenyl)-NH-,
(3,4-diCl-phenyl)-NH-, (3,5-diCl-phenyl)-NH-,
(2,3-diF-phenyl)-NH-, (2,4-diF-phenyl)-NH-,
(2,5-diF-phenyl)-NH-, (2,6-diF-phenyl)-NH-,
(3,4-diF-phenyl)-NH-, (3,5-diF-phenyl)-NH-,
(2,3-diCH₃-phenyl)-NH-, (2,4-diCH₃-phenyl)-NH-,

(2,5-diCH₃-phenyl)-NH-, (2,6-diCH₃-phenyl)-NH-,
(3,4-diCH₃-phenyl)-NH-, (3,5-diCH₃-phenyl)-NH-,
(2,3-diCF₃-phenyl)-NH-, (2,4-diCF₃-phenyl)-NH-,
(2,5-diCF₃-phenyl)-NH-, (2,6-diCF₃-phenyl)-NH-,
(3,4-diCF₃-phenyl)-NH-, (3,5-diCF₃-phenyl)-NH-,
(2,3-diOMe-phenyl)-NH-, (2,4-diOMe-phenyl)-NH-,
(2,5-diOMe-phenyl)-NH-, (2,6-diOMe-phenyl)-NH-,
(3,4-diOMe-phenyl)-NH-, (3,5-diOMe-phenyl)-NH-,

(2-F-3-Cl-phenyl)-NH-, (2-F-4-Cl-phenyl)-NH-,
(2-F-5-Cl-phenyl)-NH-, (2-F-6-Cl-phenyl)-NH-,
(2-F-3-CH₃-phenyl)-NH-, (2-F-4-CH₃-phenyl)-NH-,
(2-F-5-CH₃-phenyl)-NH-, (2-F-6-CH₃-phenyl)-NH-,
(2-F-3-CF₃-phenyl)-NH-, (2-F-4-CF₃-phenyl)-NH-,
(2-F-5-CF₃-phenyl)-NH-, (2-F-6-CF₃-phenyl)-NH-,
(2-F-3-OMe-phenyl)-NH-, (2-F-4-OMe-phenyl)-NH-,
(2-F-5-OMe-phenyl)-NH-, (2-F-6-OMe-phenyl)-NH-,

(2-Cl-3-F-phenyl)-NH-, (2-Cl-4-F-phenyl)-NH-,
(2-Cl-5-F-phenyl)-NH-, (2-Cl-6-F-phenyl)-NH-,
(2-Cl-3-CH₃-phenyl)-NH-, (2-Cl-4-CH₃-phenyl)-NH-,
(2-Cl-5-CH₃-phenyl)-NH-, (2-Cl-6-CH₃-phenyl)-NH-,
(2-Cl-3-CF₃-phenyl)-NH-, (2-Cl-4-CF₃-phenyl)-NH-,
(2-Cl-5-CF₃-phenyl)-NH-, (2-Cl-6-CF₃-phenyl)-NH-,
(2-Cl-3-OMe-phenyl)-NH-, (2-Cl-4-OMe-phenyl)-NH-,
(2-Cl-5-OMe-phenyl)-NH-, (2-Cl-6-OMe-phenyl)-NH-,

(2-CH₃-3-F-phenyl)-NH-, (2-CH₃-4-F-phenyl)-NH-,
(2-CH₃-5-F-phenyl)-NH-, (2-CH₃-6-F-phenyl)-NH-,
(2-CH₃-3-Cl-phenyl)-NH-, (2-CH₃-4-Cl-phenyl)-NH-,
(2-CH₃-5-Cl-phenyl)-NH-, (2-CH₃-6-Cl-phenyl)-NH-,
(2-CH₃-3-CF₃-phenyl)-NH-, (2-CH₃-4-CF₃-phenyl)-NH-,
(2-CH₃-5-CF₃-phenyl)-NH-, (2-CH₃-6-CF₃-phenyl)-NH-,

(2-CH₃-3-OMe-phenyl)-NH-, (2-CH₃-4-OMe-phenyl)-NH-,
(2-CH₃-5-OMe-phenyl)-NH-, (2-CH₃-6-OMe-phenyl)-NH-,

(2-CF₃-3-F-phenyl)-NH-, (2-CF₃-4-F-phenyl)-NH-,
(2-CF₃-5-F-phenyl)-NH-, (2-CF₃-6-F-phenyl)-NH-,
(2-CF₃-3-Cl-phenyl)-NH-, (2-CF₃-4-Cl-phenyl)-NH-,
(2-CF₃-5-Cl-phenyl)-NH-, (2-CF₃-6-Cl-phenyl)-NH-,
(2-CF₃-3-CH₃-phenyl)-NH-, (2-CF₃-4-CH₃-phenyl)-NH-,
(2-CH₃-5-CF₃-phenyl)-NH-, (2-CF₃-6-CH₃-phenyl)-NH-,
(2-CF₃-3-OMe-phenyl)-NH-, (2-CF₃-4-OMe-phenyl)-NH-,
(2-CF₃-5-OMe-phenyl)-NH-, (2-CF₃-6-OMe-phenyl)-NH-,

(2-OMe-3-F-phenyl)-NH-, (2-OMe-4-F-phenyl)-NH-,
(2-OMe-5-F-phenyl)-NH-, (2-OMe-6-F-phenyl)-NH-,
(2-OMe-3-Cl-phenyl)-NH-, (2-OMe-4-Cl-phenyl)-NH-,
(2-OMe-5-Cl-phenyl)-NH-, (2-OMe-6-Cl-phenyl)-NH-,
(2-OMe-3-CH₃-phenyl)-NH-, (2-OMe-4-CH₃-phenyl)-NH-,
(2-OMe-5-CH₃-phenyl)-NH-, (2-OMe-6-CH₃-phenyl)-NH-,
(2-OMe-3-CF₃-phenyl)-NH-, (2-OMe-4-CF₃-phenyl)-NH-,
(2-OMe-5-CF₃-phenyl)-NH-, (2-OMe-6-CF₃-phenyl)-NH-

(3-CF₃-4-Cl-phenyl)-NH-, (3-CF₃-4-C(O)CH₃-phenyl)-NH-, (2,3,5-triCl-phenyl)-NH-, (3-CH₃-4-CO₂Me-phenyl)-NH-, and
(3-CHO-4-OMe-phenyl)-NH-;

R^B is selected from

2-chlorophenyl, 2-fluorophenyl, 2-bromophenyl,
2-cyanophenyl, 2-methylphenyl, 2-trifluoromethylphenyl,
2-methoxyphenyl, 2-trifluoromethoxyphenyl,

3-chlorophenyl, 3-fluorophenyl, 3-bromophenyl,
3-cyanophenyl, 3-methylphenyl, 3-ethylphenyl,
3-propylphenyl, 3-isopropylphenyl, 3-butylphenyl,

3-trifluoromethylphenyl, 3-methoxyphenyl,
3-isopropoxyphenyl, 3-trifluoromethoxyphenyl,
3-thiomethoxyphenyl,

4-chlorophenyl, 4-fluorophenyl, 4-bromophenyl,
4-cyanophenyl, 4-methylphenyl, 4-ethylphenyl,
4-propylphenyl, 4-isopropylphenyl, 4-butylphenyl,
4-trifluoromethylphenyl, 4-methoxyphenyl,
4-isopropoxyphenyl, 4-trifluoromethoxyphenyl,
4-thiomethoxyphenyl,

2,3-dichlorophenyl, 2,3-difluorophenyl,
2,3-dimethylphenyl, 2,3-ditrifluoromethylphenyl,
2,3-dimethoxyphenyl, 2,3-ditrifluoromethoxyphenyl,

2,4-dichlorophenyl, 2,4-difluorophenyl,
2,4-dimethylphenyl, 2,4-ditrifluoromethylphenyl,
2,4-dimethoxyphenyl, 2,4-ditrifluoromethoxyphenyl,

2,5-dichlorophenyl, 2,5-difluorophenyl,
2,5-dimethylphenyl, 2,5-ditrifluoromethylphenyl,
2,5-dimethoxyphenyl, 2,5-ditrifluoromethoxyphenyl,

2,6-dichlorophenyl, 2,6-difluorophenyl,
2,6-dimethylphenyl, 2,6-ditrifluoromethylphenyl,
2,6-dimethoxyphenyl, 2,6-ditrifluoromethoxyphenyl,

3,4-dichlorophenyl, 3,4-difluorophenyl,
3,4-dimethylphenyl, 3,4-ditrifluoromethylphenyl,
3,4-dimethoxyphenyl, 3,4-ditrifluoromethoxyphenyl,

2,4,6-trichlorophenyl, 2,4,6-trifluorophenyl,
2,4,6-trimethylphenyl, 2,4,6-tritrifluoromethylphenyl,
2,4,6-trimethoxyphenyl, 2,4,6-tritrifluoromethoxyphenyl,

2-chloro-4-CF₃-phenyl, 2-fluoro-3-chloro-phenyl,
2-chloro-4-CF₃-phenyl, 2-chloro-4-methoxy-phenyl,
2-methoxy-4-isopropyl-phenyl, 2-CF₃-4-methoxy-phenyl,
2-methyl-4-methoxy-5-fluoro-phenyl,
2-methyl-4-methoxy-phenyl, 2-chloro-4-CF₃O-phenyl,
2,4,5-trimethyl-phenyl, 2-methyl-4-chloro-phenyl,

4-acetylphenyl, 3-acetamidophenyl, 2-naphthyl;

2-Me-5-F-phenyl, 2-F-5-Me-phenyl, 2-MeO-5-F-phenyl,
2-Me-3-Cl-phenyl, 3-NO₂-phenyl, 2-NO₂-phenyl,
2-Cl-3-Me-phenyl, 2-Me-4-EtO-phenyl, 2-Me-4-F-phenyl,
2-Cl-6-F-phenyl, 2-Cl-4-(CHF₂)O-phenyl,
2,4-diMeO-6-F-phenyl, 2-CF₃-6-F-phenyl,
2-MeS-phenyl, 2,6-diCl-4-MeO-phenyl,
2,3,4-triF-phenyl, 2,6-diF-4-Cl-phenyl,
2,3,4,6-tetraF-phenyl, 2,3,4,5,6-pentaF-phenyl,
2-CF₃-4-EtO-phenyl, 2-CF₃-4-iPrO-phenyl,
2-CF₃-4-Cl-phenyl, 2-CF₃-4-F-phenyl, 2-Cl-4-EtO-phenyl,
2-Cl-4-iPrO-phenyl, 2-Et-4-MeO-phenyl,
2-CHO-4-MeO-phenyl, 2-CH₃CH(OH)-4-MeO-phenyl,
2-CH₃CH(OH)-4-F-phenyl, 2-CH₃CH(OH)-4-Cl-phenyl,
2-CH₃CH(OH)-4-Me-phenyl, 2-CH₃CH(OMe)-4-MeO-phenyl,
2-CH₃C(=O)-4-MeO-phenyl, 2-CH₃C(=O)-4-F-phenyl,
2-CH₃C(=O)-4-Cl-phenyl, 2-CH₃C(=O)-4-Me-phenyl,
2-H₂C(OH)-4-MeO-phenyl, 2-H₂C(OMe)-4-MeO-phenyl,
2-H₃CCH₂CH(OH)-4-MeO-phenyl, 2-H₃CCH₂C(=O)-4-MeO-phenyl,

2-CH₃CO₂CH₂CH₂-4-MeO-phenyl,
(Z)-2-HOCH₂CH=CH-4-MeO-phenyl,
(E)-2-HOCH₂CH=CH-4-MeO-phenyl,
(Z)-2-CH₃CO₂CH=CH-4-MeO-phenyl,
(E)-2-CH₃CO₂CH=CH-4-MeO-phenyl,

2-CH₃OCH₂CH₂-4-MeO-phenyl,
2-F-4-MeO-phenyl, 2-Cl-4-F-phenyl,
cyclohexyl, cyclopentyl, cyclohexylmethyl,

benzyl, 2-F-benzyl, 3-F-benzyl, 4-F-benzyl,
3-MeO-benzyl, 3-OH-benzyl, 2-MeO-benzyl,
2-OH-benzyl, 2-MeOC(=O)-3-MeO-phenyl,
2-Me-4-CN-phenyl, 2-Me-3-CN-phenyl,
2-Me-4-MeS-phenyl, 2-CF₃-4-CN-phenyl,
2-CHO-phenyl, 3-CHO-phenyl, 2-HOCH₂-phenyl,
3-HOCH₂-phenyl, 3-MeOCH₂-phenyl,
3-Me₂NCH₂-phenyl, 3-CN-4-F-phenyl,
2-Me-4-H₂NCO-phenyl, 2-Me-4-MeOC(=O)-phenyl,
3-H₂NCO-4-F-phenyl, 2-Me₂NCH₂-4-MeO-phenyl-,
2-Me-4-CH₃C(=O)-phenyl,

phenyl-NH-, (1-naphthyl)-NH-,
(2-naphthyl)-NH-, (2-[1,1'-biphenyl])-NH-,
(3-[1,1'-biphenyl])-NH-, (4-[1,1'-biphenyl])-NH-,
(2-F-phenyl)-NH-, (2-Cl-phenyl)-NH-,
(2-CF₃-phenyl)-NH-, (2-CH₃-phenyl)-NH-,
(2-OMe-phenyl)-NH-, (2-CN-phenyl)-NH-,
(2-OCF₃-phenyl)-NH-, (2-SMe-phenyl)-NH-,
(3-F-phenyl)-NH-, (3-Cl-phenyl)-NH-,
(3-CF₃-phenyl)-NH-, (3-CH₃-phenyl)-NH-,
(3-OMe-phenyl)-NH-, (3-CN-phenyl)-NH-,
(3-OCF₃-phenyl)-NH-, (3-SMe-phenyl)-NH-,
(4-F-phenyl)-NH-, (4-Cl-phenyl)-NH-,
(4-CF₃-phenyl)-NH-, (4-CH₃-phenyl)-NH-,
(4-OMe-phenyl)-NH-, (4-CN-phenyl)-NH-,
(4-OCF₃-phenyl)-NH-, (4-SMe-phenyl)-NH-,
(2,3-diCl-phenyl)-NH-, (2,4-diCl-phenyl)-NH-,
(2,5-diCl-phenyl)-NH-, (2,6-diCl-phenyl)-NH-,
(3,4-diCl-phenyl)-NH-, (3,5-diCl-phenyl)-NH-,

(2,3-diF-phenyl)-NH-, (2,4-diF-phenyl)-NH-,
(2,5-diF-phenyl)-NH-, (2,6-diF-phenyl)-NH-,
(3,4-diF-phenyl)-NH-, (3,5-diF-phenyl)-NH-,
(2,3-diCH₃-phenyl)-NH-, (2,4-diCH₃-phenyl)-NH-,
(2,5-diCH₃-phenyl)-NH-, (2,6-diCH₃-phenyl)-NH-,
(3,4-diCH₃-phenyl)-NH-, (3,5-diCH₃-phenyl)-NH-,
(2,3-diCF₃-phenyl)-NH-, (2,4-diCF₃-phenyl)-NH-,
(2,5-diCF₃-phenyl)-NH-, (2,6-diCF₃-phenyl)-NH-,
(3,4-diCF₃-phenyl)-NH-, (3,5-diCF₃-phenyl)-NH-,
(2,3-diOMe-phenyl)-NH-, (2,4-diOMe-phenyl)-NH-,
(2,5-diOMe-phenyl)-NH-, (2,6-diOMe-phenyl)-NH-,
(3,4-diOMe-phenyl)-NH-, (3,5-diOMe-phenyl)-NH-,

(2-F-3-Cl-phenyl)-NH-, (2-F-4-Cl-phenyl)-NH-,
(2-F-5-Cl-phenyl)-NH-, (2-F-6-Cl-phenyl)-NH-,
(2-F-3-CH₃-phenyl)-NH-, (2-F-4-CH₃-phenyl)-NH-,
(2-F-5-CH₃-phenyl)-NH-, (2-F-6-CH₃-phenyl)-NH-,
(2-F-3-CF₃-phenyl)-NH-, (2-F-4-CF₃-phenyl)-NH-,
(2-F-5-CF₃-phenyl)-NH-, (2-F-6-CF₃-phenyl)-NH-,
(2-F-3-OMe-phenyl)-NH-, (2-F-4-OMe-phenyl)-NH-,
(2-F-5-OMe-phenyl)-NH-, (2-F-6-OMe-phenyl)-NH-,

(2-Cl-3-F-phenyl)-NH-, (2-Cl-4-F-phenyl)-NH-,
(2-Cl-5-F-phenyl)-NH-, (2-Cl-6-F-phenyl)-NH-,
(2-Cl-3-CH₃-phenyl)-NH-, (2-Cl-4-CH₃-phenyl)-NH-,
(2-Cl-5-CH₃-phenyl)-NH-, (2-Cl-6-CH₃-phenyl)-NH-,
(2-Cl-3-CF₃-phenyl)-NH-, (2-Cl-4-CF₃-phenyl)-NH-,
(2-Cl-5-CF₃-phenyl)-NH-, (2-Cl-6-CF₃-phenyl)-NH-,
(2-Cl-3-OMe-phenyl)-NH-, (2-Cl-4-OMe-phenyl)-NH-,
(2-Cl-5-OMe-phenyl)-NH-, (2-Cl-6-OMe-phenyl)-NH-,

(2-CH₃-3-F-phenyl)-NH-, (2-CH₃-4-F-phenyl)-NH-,
(2-CH₃-5-F-phenyl)-NH-, (2-CH₃-6-F-phenyl)-NH-,

(2-CH₃-3-Cl-phenyl)-NH-, (2-CH₃-4-Cl-phenyl)-NH-,
(2-CH₃-5-Cl-phenyl)-NH-, (2-CH₃-6-Cl-phenyl)-NH-,
(2-CH₃-3-CF₃-phenyl)-NH-, (2-CH₃-4-CF₃-phenyl)-NH-,
(2-CH₃-5-CF₃-phenyl)-NH-, (2-CH₃-6-CF₃-phenyl)-NH-,
(2-CH₃-3-OMe-phenyl)-NH-, (2-CH₃-4-OMe-phenyl)-NH-,
(2-CH₃-5-OMe-phenyl)-NH-, (2-CH₃-6-OMe-phenyl)-NH-,

(2-CF₃-3-F-phenyl)-NH-, (2-CF₃-4-F-phenyl)-NH-,
(2-CF₃-5-F-phenyl)-NH-, (2-CF₃-6-F-phenyl)-NH-,
(2-CF₃-3-Cl-phenyl)-NH-, (2-CF₃-4-Cl-phenyl)-NH-,
(2-CF₃-5-Cl-phenyl)-NH-, (2-CF₃-6-Cl-phenyl)-NH-,
(2-CF₃-3-CH₃-phenyl)-NH-, (2-CF₃-4-CH₃-phenyl)-NH-,
(2-CH₃-5-CF₃-phenyl)-NH-, (2-CF₃-6-CH₃-phenyl)-NH-,
(2-CF₃-3-OMe-phenyl)-NH-, (2-CF₃-4-OMe-phenyl)-NH-,
(2-CF₃-5-OMe-phenyl)-NH-, (2-CF₃-6-OMe-phenyl)-NH-,

(2-OMe-3-F-phenyl)-NH-, (2-OMe-4-F-phenyl)-NH-,
(2-OMe-5-F-phenyl)-NH-, (2-OMe-6-F-phenyl)-NH-,
(2-OMe-3-Cl-phenyl)-NH-, (2-OMe-4-Cl-phenyl)-NH-,
(2-OMe-5-Cl-phenyl)-NH-, (2-OMe-6-Cl-phenyl)-NH-,
(2-OMe-3-CH₃-phenyl)-NH-, (2-OMe-4-CH₃-phenyl)-NH-,
(2-OMe-5-CH₃-phenyl)-NH-, (2-OMe-6-CH₃-phenyl)-NH-,
(2-OMe-3-CF₃-phenyl)-NH-, (2-OMe-4-CF₃-phenyl)-NH-,
(2-OMe-5-CF₃-phenyl)-NH-, (2-OMe-6-CF₃-phenyl)-NH-

(3-CF₃-4-Cl-phenyl)-NH-, (3-CF₃-4-C(O)CH₃-phenyl)-NH-, (2,3,5-triCl-phenyl)-NH-, (3-CH₃-4-CO₂Me-phenyl)-NH-, and
(3-CHO-4-OMe-phenyl)-NH-; and

R³¹, at each occurrence, is independently selected from

H, -OH, F, Cl, -CF₃, -OCF₃, methyl, methyl-C(=O)-, methoxy, methylthio-, methyl-S(=O)-, and methyl-SO₂-.

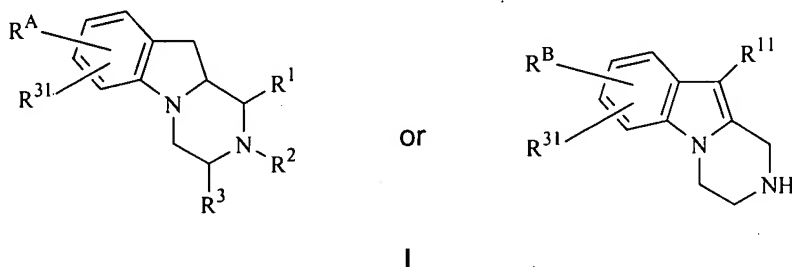
4. (Currently Amended) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 4 16, or a pharmaceutically acceptable salt thereof.
5. (Original) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 2, or a pharmaceutically acceptable salt thereof.
6. (Original) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 3, or a pharmaceutically acceptable salt thereof.
7. (Currently Amended) A method for treating a human suffering from a disorder associated with 5HT2C receptor modulation comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 4 16, or a pharmaceutically acceptable salt thereof.
8. (Original) A method for treating a human suffering from a disorder associated with 5HT2C receptor modulation comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 2, or a pharmaceutically acceptable salt thereof.
9. (Original) A method for treating a human suffering from a disorder associated with 5HT2C receptor modulation comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 3, or a pharmaceutically acceptable salt thereof.
10. (Original) A method of Claim 7 for treating a human suffering from a disorder associated with 5HT2C receptor modulation wherein the compound is a 5HT2C agonist.
11. (Original) A method of Claim 8 for treating a human suffering from a disorder associated with 5HT2C receptor modulation wherein the compound is a 5HT2C agonist.
12. (Original) A method of Claim 9 for treating a human suffering from a disorder associated with 5HT2C receptor modulation wherein the compound is a 5HT2C agonist.

13. (Currently Amended) A method for treating obesity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 4 16, or a pharmaceutically acceptable salt thereof.

14. (Original) A method for treating obesity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 2, or a pharmaceutically acceptable salt thereof.

15. (Original) A method for treating obesity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 3, or a pharmaceutically acceptable salt thereof.

16. (New) A compound of formula (I):



wherein:

R^A is $-NR^{12}R^{13}$;

R^B is $-NR^{12}R^{13}$ or aryl substituted with 0-5 R^{33} ; and aryl is phenyl, pyridyl or naphthyl;

R^1 is H or C₁₋₄ alkyl;

R^2 is H or C₁₋₄ alkyl;

R^3 is H or C₁₋₄ alkyl;

R^{11} is H, C₁₋₆ alkoxy or C₁₋₆ alkyl-S-;

R^{12} is aryl substituted with 0-5 R^{33} ;

R^{13} is selected from

H, C₁₋₄ alkyl, C₂₋₄ alkenyl, and C₂₋₄ alkynyl;

alternatively, R^{12} and R^{13} join to form a 5- or 6-membered ring optionally substituted with -O- or -N(R^{14})-;

alternatively, R¹² and R¹³ when attached to N may be combined to form a 9- or 10-membered bicyclic heterocyclic ring system containing from 1-3 heteroatoms selected from the group consisting of N, O, and S, wherein said bicyclic heterocyclic ring system is unsaturated or partially saturated, wherein said bicyclic heterocyclic ring system is substituted with 0-3 R¹⁶;

R¹⁴ is H or C₁₋₄ alkyl;

R¹⁶, at each occurrence, is independently selected from

H, OH, halo, CN, NO₂, CF₃, SO₂R⁴⁵, NR⁴⁶R⁴⁷, -C(=O)H,

C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₁₋₄ haloalkyl,

C₁₋₃ haloalkyl-oxy-, and C₁₋₃ alkyloxy-;

R³¹, at each occurrence, is independently selected from

H, -OH, halo, -CN, -NO₂, -CF₃, -OCF₃, C₁₋₆ alkyl,

C₁₋₄ alkyl-C(=O)-, C₁₋₄ alkyloxy-, C₁₋₄ alkylthio-,

C₁₋₄ alkyl-S(=O)-, and C₁₋₄ alkyl-SO₂-;

R³³, at each occurrence, is independently selected from

H, OH, halo, CN, NO₂, CF₃, SO₂R⁴⁵, NR⁴⁶R⁴⁷, -C(=O)H, phenyl, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl,

C₃₋₆ cycloalkyl, C₁₋₄ haloalkyl, C₁₋₄ haloalkyl-oxy-, C₁₋₄ alkyloxy-, C₁₋₄ alkylthio-, C₁₋₄ alkyl-C(=O)-,

C₁₋₄ alkyl-C(=O)NH-, C₁₋₄ alkyl-OC(=O)-,

C₁₋₄ alkyl-C(=O)O-, C₃₋₆ cycloalkyl-oxy-,

C₃₋₆ cycloalkylmethyl-oxy-;

C₁₋₆ alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -NR⁴⁶R⁴⁷,

NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-; and

C₂₋₆ alkenyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -NR⁴⁶R⁴⁷,

NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-;

R⁴⁵ is C₁₋₄ alkyl;

R⁴⁶, at each occurrence, is independently selected from H and C₁₋₄ alkyl; and

R⁴⁷, at each occurrence, is independently selected from H, C₁₋₄ alkyl, -C(=O)NH(C₁₋₄ alkyl), -

SO₂(C₁₋₄ alkyl),

-C(=O)O(C₁₋₄ alkyl), -C(=O)(C₁₋₄ alkyl), and -C(=O)H.